

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

PHILLIP NELSON BURNS, MIRJANA
PAVKOVICH, Administrator of the Estate of
Rade Pavkovich, Deceased, and WARREN
ELMER HALPAP,

Plaintiffs,

Case No. 1:07-CV-3496 (WHP)

-against-

GRUPO MEXICO, S.A. de C.V., a Mexican
Corporation,

Defendant.

**ASARCO LLC AND SOUTHERN PERU HOLDINGS, LLC'S NOTICE OF MOTION TO
SUBSTITUTE PLAINTIFFS AND MOTION TO TRANSFER VENUE**

PLEASE TAKE NOTICE that real-parties-in-interest ASARCO LLC ("ASARCO") and its wholly owned subsidiary, Southern Peru Holdings, LLC ("Southern Peru Holdings"), hereby move the Court to substitute them for Plaintiffs Phillip Nelson Burns, Mirjana Pavkovich, and Warren Elmer Halpap. ASARCO and Southern Peru Holdings' Motion to Substitute Plaintiffs is made pursuant to Rule 25(c) of the Federal Rules of Civil Procedure, which is made applicable to this proceeding by Rule 7025 of the Federal Rules of Bankruptcy Procedure. The Court should substitute ASARCO and Southern Peru Holdings for Plaintiffs because Plaintiffs' interest in this proceeding has transferred to ASARCO and Southern Peru Holdings and substitution would best facilitate the conduct of this case.

PLEASE TAKE FURTHER NOTICE that ASARCO and Southern Peru Holdings hereby move the Court to transfer venue of this proceeding to the United States District Court for the Southern District of Texas. ASARCO and Southern Peru Holdings' Motion to Transfer Venue is made pursuant to 28 U.S.C. § 1412 and Rule 7087 of the Federal Rules of Bankruptcy

Procedure. The Court should grant ASARCO and Southern Peru Holdings' Motion to Transfer Venue because in the interest of justice and for the convenience of the parties this case should be managed and tried in the Southern District of Texas, where ASARCO's and Southern Peru Holdings' bankruptcy cases are being jointly administered and an adversary proceeding concerning the same fraudulent transfer and involving related parties is pending.

For the reasons set forth in the accompanying memorandum of law and affidavit, both of which are incorporated by reference, ASARCO and Southern Peru Holdings respectfully request that the Court (1) enter an order directing that they be substituted for Plaintiffs as plaintiffs in the above-captioned proceeding; (2) enter an order transferring this proceeding to the United States District Court for the Southern District of Texas; and (3) grant such other relief as the Court may deem just and equitable. A proposed Order of Substitution and a proposed Order Transferring Venue are submitted herewith.

Dated: June 26, 2007

Respectfully submitted,

BAKER BOTTS L.L.P.

/s/ G. Irvin Terrell, Jr.

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CERTIFICATE OF SERVICE

I certify that on June 26, 2007, the foregoing document was served via overnight delivery service and email on the following counsel:

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